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Company name: V-cube, Inc.

President & Group CEO: Naoaki Mashita

Tokyo Stock Exchange, Prime Market (stock code: 3681)

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## **Notice Concerning Modification of Conditions of Loan Agreement with Financial Covenants**

V-cube, Inc. (the “Company”) hereby announces that it has concluded an agreement to temporarily suspend the scheduled repayment of a loan agreement with financial covenants until the end of March 2026, as described below.

### **1. Reason for Conclusion of Agreement for Modification of Conditions**

As announced in the "Notice Concerning Decision on Policy Regarding Restructuring of U.S. Subsidiary" dated May 20, 2025, the Company is currently proceeding with procedures for the exclusion of its consolidated subsidiary, TEN Holdings, Inc. (hereinafter "TEN"), from the scope of consolidation.

Following the completion of TEN's exclusion from consolidation, the Company plans to generate funds through the collection of loan receivables from TEN and the sale of shares; however, it is expected to take a certain amount of time to complete the series of procedures and monetization. Although the free cash flow of the Group excluding TEN has significantly improved due to structural reforms, turned positive, and is on a growth trend, proceeding with the scheduled repayment of the loan associated with the acquisition of TEN Events, Inc. (formerly Xyvid, Inc., currently a subsidiary of TEN Holdings, Inc.) (the "Loan") has been a major factor pressuring the Company's financial base and the stable securing of cash on hand during the period leading up to the monetization of TEN.

Considering this situation, the Company held discussions with the financial institutions involved in the Loan to stabilize its financial base at an early stage. As a result, the Company has reached an agreement to primarily suspend the scheduled repayment of the Loan temporarily until the end of March 2026.

Furthermore, in conjunction with this agreement, the Company plans to request cooperation and support from all its transaction banks regarding loans other than the Loan, to suspend scheduled repayments and maintain balances until the end of March 2026, following discussions with them.

The Company intends to utilize this grace period to formulate future business plans and repayment plans, and to steadily implement various financial measures, including the exclusion of TEN from consolidation, thereby devoting its full efforts to the early recovery of performance and the rebuilding of its financial base.

## 2. Overview of the Loan

(1)	Form of loan	Syndicated loan agreement
(2)	Total amount of loan	3,649 million yen (Balance as of the end of June 2025: 2,949 million yen)
(3)	Use of funds	Funds for the acquisition of shares of TEN Events, Inc. (formerly Xyvid, Inc., currently a subsidiary of TEN Holdings, Inc.)
(4)	Date of conclusion	November 27, 2023
(5)	Date of execution	November 30, 2023
(6)	Repayment deadline	November 30, 2028
(7)	Collateral	None
(8)	Arranger	MUFG Bank, Ltd.
(9)	Participating financial institutions	MUFG Bank, Ltd., Mizuho Bank, Ltd.

## 3. Content of Financial Covenants of the Loan Agreement

- (1) The amount of the net assets section in the consolidated balance sheet as of the end of each fiscal year shall be maintained at 75% or more of the larger of the amount of the net assets section in the consolidated balance sheet as of the end of the immediately preceding fiscal year or the fiscal year ended December 2022.
- (2) Operating loss shall not be recorded in the consolidated statement of income for two consecutive fiscal years.
- (3) Maintain the Net Debt/Equity Ratio associated with the account settlement for each fiscal year at 1.5 or less on a consolidated basis. (The Net Debt/Equity Ratio is defined as the value obtained by dividing the amount calculated by deducting the total amount of “Cash and deposits” in the consolidated balance sheet as of the end of the relevant fiscal year from the amount of Interest-bearing liabilities in the consolidated balance sheet as of the end of the relevant fiscal year (referring to the sum of “Short-term loans,” “Current portion of long-term loans,” “Current portion of bonds,” “Long-term loans,” and “Bonds (including bonds with share acquisition rights)”) by the amount of Net assets in the consolidated balance sheet as of the end of the relevant fiscal year (referring to the sum of “Total shareholders’ equity” and “Total accumulated other comprehensive income”).)
- (4) Maintain the Debt Service Coverage Ratio associated with the account settlement for each fiscal year at 1.05 or higher on a consolidated basis for the fiscal year ending December 31, 2025, and thereafter. (The Debt Service Coverage Ratio is defined as the value obtained by dividing the amount of Free cash flow in the consolidated statement of cash flows for the relevant fiscal year ending on the balance sheet date (referring to the sum of “Cash flows from operating activities” and “Cash flows from investing activities” in the said consolidated statement of cash flows) by the total amount of “Current portion of long-term loans” in the non-consolidated balance sheet and “Interest expenses” in the non-consolidated statement of income as of the end of the relevant fiscal year.)

## 4. Impact on Business Performance

The Company expects the impact of this matter on its consolidated financial results to be minimal. However, should any matters arise that require disclosure in the future, the Company will announce them promptly.